

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE: 3443 ZEN GARDEN, L.P. DEBTOR.	§ § § § §	CASE NO. 1:20-10410-HCM Chapter 11
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**SUMMARY OF
SECOND AND FINAL APPLICATION OF HMP ADVISORY HOLDINGS, LLC D/B/A
HARNEY PARTNERS, FINANCIAL ADVISOR TO TRUSTEE, FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FROM APRIL 22, 2020 THROUGH FEBRUARY 2, 2021**

This application requests relief that may be adverse to your interests.

If no timely response is filed within 21 days from the date of service, the relief requested herein may be granted without a hearing being held.

A timely filed response is necessary for a hearing to be held.

The firm of HMP Advisory Holdings, LLC d/b/a Harney Partners (“**Harney**” or “**Applicant**”), financial advisor to Gregory S. Milligan, Chapter 11 Trustee (the “**Trustee**”) of the bankruptcy estate (the “**Estate**”) of 3443 Zen Garden, L.P. (the “**Debtor**”) in the above-captioned chapter 11 case, submits its Summary for its Second and Final Application for Allowance of Compensation for Services Rendered and Reimbursement for Expenses Incurred (“**Application**”). The following is a summary of the information detailed in the Application.

- I. Client.** The Trustee.
- II. Requesting Applicant/Firm.** Financial advisor to the Trustee.
- III. Total Amount of Fees Requested to be Paid and/or Approved:**
 - a. Fees Incurred: \$75,390.00
 - b. Expenses Incurred: \$0.00
 - c. Total Fees and Expenses: \$75,390.00
 - d. Amount Previously Paid under prior orders: \$72,135.00
 - e. Amount Remaining to be Paid under this Application: \$3,255.00
 - f. Time period covered: April 22, 2020 through February 2, 2021

IV. BREAK OUT CURRENT APPLICATION

Timekeeper	Title	Rate	Hours	Value
WHITE, ERIK	Managing Director	350.00	215.4	\$75,390.00

- A. Blended Hourly Rate: \$350.00
- B. Minimum Fee Increments: Harney bills time in tenth of hours.
- C. Expenses: Harney is not requesting reimbursement of any expenses incurred.

V. Prior Applications. Under this Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (ECF No. 135, the "**Fee Procedures Order**"), the Trustee has paid Harney a total of \$60,172.00. Harney filed its *First Interim Application for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred from April 22, 2020 through September 30, 2020* (ECF No. 302, the "**First Interim Application**") on November 10, 2020. The Court granted the First Interim Application by Order dated December 7, 2020 (ECF No. 330, the "**First Interim Order**"). The Trustee subsequently paid Harney \$11,963.00 authorized under the First Interim Order. Thus, the Trustee has previously paid Harney a total of \$72,135.00 for reasonable and necessary fees and expenses incurred during the Case.

VI. Other Co-equal or Administrative Claimants in this Case: N/A. Allowance of Harney's Application will not result in the Estate not being able to pay all co-equal or superior administrative claims in this case.

VII. Result Obtained. As detailed in the application, Harney has advised the Trustee regarding the Trustee's successful confirmation of a plan of liquidation that provided a return in excess of 80% to general unsecured creditors in a case where the Lender's secured claims greatly exceed the real estate project's value. The case status and the results obtained are described in more detail in the Application.

VIII. Rates. The rates sought herein are reasonable because of the complexity of the case and the expertise of Erik White, a Managing Director at Harney. Harney is a leading provider of management and consulting services and has successfully advised other clients in various matters, both out of court and as a chapter 11 court-appointed professional. The blended hourly rate charged by Harney professionals was \$350.00 for the entire case. Moreover, Harney's average hourly rate was not reduced by layers of unnecessary billable personnel. Harney has spent time in this Case dealing with complex and novel issues, divergent creditor constituencies and at times was faced with time constraints.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:	§	
	§	CASE NO. 1:20-10410-HCM
3443 ZEN GARDEN, L.P.	§	
	§	Chapter 11
DEBTOR.	§	

**SECOND AND FINAL APPLICATION OF HMP ADVISORY HOLDINGS, LLC D/B/A
HARNEY PARTNERS, FINANCIAL ADVISOR TO TRUSTEE, FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FROM APRIL 22, 2020 THROUGH FEBRUARY 2, 2021**

**This application requests relief that may be adverse to
your interests.**

**If no timely response is filed within 21 days from the date
of service, the relief requested herein may be granted
without a hearing being held.**

A timely filed response is necessary for a hearing to be held.

HMP Advisory Holdings, LLC d/b/a Harney Partners (“**Harney**” or “**Applicant**”), financial advisor to Gregory S. Milligan, Chapter 11 Trustee (the “**Trustee**”) of the bankruptcy estate (the “**Estate**”) of 3443 Zen Garden, L.P. (the “**Debtor**”) in the above-captioned chapter 11 case, submits its Second and Final Fee Application for Allowance of Compensation for Services Rendered and Reimbursement for Expenses Incurred from April 22, 2020 through February 2, 2021 (the “**Application**”), which seeks entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 327, 328(a), and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016 of the Local Rules of the United States Bankruptcy Court for the Western District of Texas (the “**Bankruptcy Local Rules**”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (ECF

No. 135, the “**Fee Procedures Order**”) (i) for the allowance of compensation in the amount of \$75,390.00 for professional services performed by Harney for the period April 22, 2020 through February 2, 2021 (the “**Application Period**”), and (ii) authorize the Trustee to pay Harney \$3,255.00, which is the amount remaining due to Harney after accounting for the Trustee’s prior disbursements under this Court’s prior orders.

This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue for this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought by this Application are sections 327, 328(a), 330(a), and 331 of the Bankruptcy Code.

In support of the Application, Harney would respectfully represent to the Court as follows:

I. BACKGROUND

A. Bankruptcy Filing

1. Certain petitioning creditors (the “**Petitioning Creditors**”) initiated the above-captioned bankruptcy case (the “**Case**”) by filing an involuntary chapter 11 petition on March 22, 2020 (the “**Petition Date**”).

2. This Court entered its *Consent Order for Entry of Relief* (ECF No. 11, the “**Relief Order**”) on April 8, 2020 (the “**Relief Order Entry Date**”).

3. On April 9, 2020, the Petitioning Creditors filed their *Expedited Motion for Order Requiring Appointment of a Chapter 11 Trustee*. See ECF No. 14. This Court entered its *Order Requiring Appointment of a Chapter 11 Trustee* on April 15, 2020. See ECF No. 27. The United States Trustee filed its *Application for Order Approving Appointment of the Trustee* and the Court granted it on April 22, 2020 (the “**Appointment Date**”), appointing the Trustee. See ECF Nos. 35 & 36.

4. The primary assets of the Estate were land, buildings, and other improvements located at 3443 Ed Bluestein Boulevard in Austin, Texas (collectively, the “**Property**”). *See* ECF No. 48 (the “**Schedules**”) at p. 8. The Property was sold via an auction and sale transaction (the “**Sale**”) to Romspen Mortgage Limited Partnership (the “**Lender**”). *See* ECF No. 278. The Sale closed on October 15, 2020. *See* ECF No. 284.

B. Overview of Bankruptcy Case

5. Since the Trustee’s appointment, the Trustee and his professionals have focused on maximizing the value of the Property through preservation and enhancement tasks while preparing to market the Property for sale.

6. The Trustee and his professionals have also been active in the bankruptcy process. Immediately upon his appointment, the Trustee began visiting the Property on a regular basis and continued such practice until the Property was sold on October 16, 2020. With the assistance of counsel and Applicant, the Trustee communicated at length with the parties in interest in the Case and their counsel as well as brokers, vendors and service providers with preexisting knowledge and familiarity with the Debtor and the Property. With the assistance of his counsel and financial advisors, the Trustee investigated and analyzed various types of maintenance and value enhancement proposals identified by many parties in interest in the Case.

7. The Trustee ultimately determined that the Estate required financing and obtained such financing from the Lender. Applicant assisted the Trustee in negotiating the terms of the Credit Facility that enabled the Trustee to preserve and enhance the value of the Property.

8. In pursuit of his preservation and enhancement activities, the Trustee, with the Applicant’s assistance, evaluated multiple financial routes to determine which would best serve the Estate. Ultimately, the Trustee elected to conduct a vigorous marketing process which resulted in the Sale.

9. After the conclusion of the Sale, the Trustee proposed a plan of liquidation that ultimately resulted in a minimum distribution to holders of allowed general unsecured claims of no less than 80%. To achieve this distribution, the Trustee and his professionals began the process of objecting to alleged secured claims and negotiating with holders of general unsecured claims to set the amounts of those claims consistent with the Debtor's books and records. The applicant assisted the Trustee with analyzing claims against the Debtor and the Estate and ensuring that such claims were allowed in the proper amounts.

10. The Applicant further supported the plan and the confirmation process by ensuring that all claims were properly analyzed, providing a liquidation analysis to insert into the disclosure statement, preparing exhibits and analyses for use in solicitation and at hearings related to confirmation of the plan, and supporting the Trustee's efforts to reach consensual resolutions of the Estate's claims against various parties in interest in this Case.

C. Employment and Prior Compensation

11. By application dated May 13, 2020 (the "**Retention Application**"), the Trustee sought to approve the employment and retention of Harney from the Appointment Date through the pendency of the chapter 11 case. On June 8, 2020, upon consideration of that application, together with the supporting affidavit, this Court entered an order approving the Trustee's selection of Harney (Doc. 87) (the "**Retention Order**").¹ Pursuant to Local Rules, Harney has served as the Trustee's financial advisor since the Appointment Date with all fees, expenses and payments from the Trustee subject to Bankruptcy Court approval.

12. Under the Fee Procedures Order, "all professionals in this Case pursuant to this [Fee Procedures] order of the Court may seek compensation for professional services rendered and

¹ A copy of the Retention Order is attached hereto as **Exhibit B**.

reimbursement of expenses incurred in accordance with the following Compensation Procedures.” See Fee Procedures Order, ¶ 2. Pursuant to the Compensation Procedures in the Fee Procedures Order, Harney made monthly requests for the Trustee to pay fees and expenses in the aggregate amount of \$60,172.00 and received no objections. Thus, under the Fee Procedures Order, the Trustee has made prior payments to Harney totaling \$60,172.00.

13. Harney filed its *First Interim Application for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred from April 22, 2020 through September 30, 2020* (ECF No. 302, the “**First Interim Application**”), by which Harney sought approval for payment in full of \$59,815.00 in fees and \$0.00 in expenses and sought authorization for the Trustee to pay Harney \$11,963.00, which was 20% of the amount due to Harney that the Trustee had held back in accordance with the Fee Procedures Order. This Court granted the First Interim Application on December 7, 2020 (ECF No. 330, the “**First Interim Order**”). The Trustee subsequently paid Harney the \$11,963.00 authorized by the First Interim Order. Combined with the amounts the Trustee paid Harney under the Fee Procedures Order, Harney has been paid a total of \$72,135.00 for its fees and expenses incurred during the Case.

14. Harney has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in this Case.

15. No promises have been received by Harney or any member thereof as to compensation in connection with this Case other than in accordance with the provisions of the Bankruptcy Code.

D. Compensation Requested

16. This Application requests (i) approval on a final basis of fees in the amount of \$75,390.00 for the Application Period, and (ii) authorization for the Trustee to pay Harney

\$3,255.00, which is the amount remaining due to Harney after accounting for the Trustee's prior disbursements under the Fee Procedures Order and the First Interim Order.

17. Harney's charges for professional services rendered in this Case were billed in accordance with Harney's existing billing procedures. The rates Harney charged for the services rendered by its professionals in this Case are the same Harney charges for professional services rendered in comparable non-bankruptcy related matters and are reasonable based on the customary compensation charged by comparably skilled professionals in comparable non-bankruptcy cases in a competitive national legal market.

18. Harney submits that this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules and the United States Trustee Guidelines.

19. The fees sought by this Application during the Application Period reflect an aggregate of hours of Harney professional time spent and recorded in performing services for the Trustee during the Application Period, at a blended hourly rate of \$350.00.

II. FEE AND COST RECORDS

20. In support of this Application, the following documents are attached:

- a. As a cover sheet, a Fee Application Summary (the "**Fee Application Summary**"), which includes a summary describing services rendered by category and the total cost of each category of services by professional is attached to the front of this Application;
- b. As **Exhibit B**, a copy of the Retention Order;
- c. As **Exhibit C**, a copy of Harney's computerized time-keeping records of the time expended in the rendition of the professional services the Trustee required, which set forth a detailed description of services performed by each professional on behalf of the Trustee;
- d. As **Exhibit D**, a chart reflecting the aggregate of the time expended by each professional and their billing rate; and

- e. As **Exhibit E**, a summary of Mr. White's qualifications, experience and credentials.

21. During the Application Period, Harney has primarily focused its efforts in the following areas: (a) assisting the Trustee in managing the Debtor's finances, (b) creating and analyzing a budget for the Debtor to operate under and ensure compliance under the Post-Petition Financing Order, and (c) communicating and coordinating with the Trustee's other professionals, including the general contractor, to efficiently administer the bankruptcy estate and negotiate with the Debtor's stakeholders and their counsel.

22. The following is a summary of significant professional services rendered by Harney during the Application Period.

A. Financial Analysis

23. Harney drafted interim and final budgets, consulted the Trustee on prior preservation requests, reviewed repair estimates related to the Property, prepared budget reconciliations, and spent a significant amount of time communicating with the Trustee's professional team and other parties, including the Debtor's general contractor, to advise the Trustee on the Debtor's financial matters.

B. Meetings & Conference Calls

24. Harney used this category to bill for meetings and calls it attended. For example, Harney attended the creditor meeting and participated in a call with the Lender and the Trustee. Harney also billed time to this task code for coordination calls between the Trustee and his counsel where many different task codes were covered.

C. Reporting & Analysis

25. Within this category, Harney largely billed for its professionals' time in preparing monthly operating reports for the Trustee's review.

D. Plan & Disclosure Statement

26. This category consists of Harney's time spent drafting a liquidation analysis, reviewing and reconciling the claims register, preparing for and attending mediation, supporting negotiations that resulted in settlements with the Lender and other parties in interest in the Case, and assisting with other matters to achieve the consensual plan that was confirmed on January 26, 2021.

E. Other Tasks

27. Harney also billed to other task codes not detailed above. In relation to the above-outlined task codes, Harney spent minimal time billing to the following matter codes:

- a. Case Administration: 12.1 hours, \$4,235.00, including reviewing pleadings, conducting analysis and creating exhibits in support of pleadings; and attending hearings; and
- b. Employment / Fee Application: 3.6 hours, \$1,260.00, including time spent to prepare monthly fee statements and the first interim fee application.

III. LEGAL STANDARDS

28. Pursuant to section 330 of the Bankruptcy Code, this Court may award to professional persons employed under section 327 reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses incurred.

29. The Fifth Circuit has "made clear that the lodestar, *Johnson* factors, and § 330 [of the Bankruptcy Code] coalesce[] to form the framework that regulates the compensation of professionals employed by the bankruptcy estate." *In re Pilgrim's Pride*, 690 F.3d 650, 656 (5th Cir. 2012).

30. "Under this framework, bankruptcy courts must first calculate the amount of the lodestar." *Id.* To apply the lodestar approach, the Court determines a reasonable fee in a case by

multiplying the number of hours expended by an hourly rate. *Pennsylvania v. Delaware Valley Citizens' Counsel for Clean Air*, 478 U.S. 456 (1987).

31. After calculating the lodestar, the Court “then may adjust the lodestar up or down based on the factors contained in § 330 and [its] consideration of the twelve factors listed in *Johnson*.” *Pilgrim's Pride*, 690 F.3d at 656 (quoting *In re Cahill*, 428 F.3d 536, 540 (5th Cir. 2005)).

32. Section 330 of the Bankruptcy Code instructs the Court to “tak[e] into account all relevant factors, including—

- a. The time spent on such services;
- b. The rates charged for such services;
- c. Whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. Whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- e. With respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- f. Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Pilgrim's Pride, 690 F.3d at 655-56 (quoting 11 U.S.C. § 330(a)(3)).

33. The twelve *Johnson* factors include the time and labor required; the novelty and difficulty of the questions; the skill requisite to perform the professional service properly; the preclusion of other employment by the professional due to acceptance of the case; the customary fee; whether the fee is fixed or contingent; time limitations imposed by the client or circumstances; the amount involved and the results obtained; the experience, reputation and ability of the

professional; the undesirability of the case; the nature and length of the profession of relationship with the client; and awards in similar cases. *See Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974).

34. Under each of the guidelines, Harney submits the fees requested herein are fair and reasonable.

IV. APPLICATION OF GUIDELINES

35. As required by the first step of the two-step analysis imposed by section 330(a)(1) analysis, all services rendered in this Case by Harney were necessary and appropriate. The actions taken by Harney were essential to preserving the value of the assets for the Estate.

36. Likewise, with respect to the second step of the analysis, the compensation sought by Harney is competitive. Harney's staffing decisions resulted in efficient case management. The issues in this bankruptcy case have been addressed promptly, properly and with no duplication.

37. Under the lodestar method, in aggregate, Harney rendered during the Application Period 215.4 hours of service at an overall blended hourly rate of \$350.00. Harney has provided effective representation at minimal expense.

38. The twelve *Johnson* factors also support approval of the fees requested in these cases.

- a. Time and Labor Required. Harney expended 215.4 hours to represent the Trustee in the Application Period. Because of Harney's desire to minimize duplication, all of the billed professional time was incurred by Erik White.
- b. Novelty and Difficulty of the Questions. Representation of the Trustee and the size of this bankruptcy case involved difficult issues and negotiations with many different parties.
- c. Skill Required. This Case requires a high amount of skill because of its size, speed and the need to, among other things, negotiate a variety of complicated issues that arose with various creditors.
- d. Preclusion of Other Employment. This representation has not caused significant

dislocation or preclusion of other employment by Harney.

- e. Customary Fee. If this Case were not one under the Bankruptcy Code, Harney would charge the Trustee, and expect to receive on a current basis, an amount at least equal to the amounts herein requested for the professional services rendered. The rates charged in this Case are either standard rates or rates that are reduced from standard rates for the respective timekeepers. Harney represents and would demonstrate that the fees are competitive for this region and customary for the degree of skill and expertise required in the representation of the Trustee by other experienced bankruptcy practitioners and other professionals in this district.
- f. Fixed or Contingent Fee. Harney accepted this representation on an hourly basis, which was approved by the Bankruptcy Court. Due to expected amount of time, collection of all amounts beyond the initial retainer are, by their nature, contingent.
- g. Time Limitations. As this Court is aware, “emergency” motions have been filed in this Case. Thus, Harney has been required to attend to various issues as they have arisen. Occasionally, Harney has had to perform those services under significant time constraints.
- h. Amounts and Results. Harney assisted the Trustee in preserving the Estate’s assets and maximizing the recovery from those assets, namely a recovery in excess of 80% to general unsecured creditors.
- i. Experience, Reputation and Ability. Mr. White is highly experienced in financial analysis, restructuring support and related activities, and has been actively involved in many bankruptcy cases in the Western District of Texas and elsewhere. The professionals at Harney enjoy a reputation as providing quality services without inefficiencies and duplications which occasionally occur in representations by larger firms. Attached as Exhibit E is a summary of Mr. White’s qualifications, experience, and credentials.
- j. Undesirability of the Case. There are no particular undesirable features of this Case.
- k. Relationship with Client. As disclosed in the Retention Application, the Trustee is an Executive Vice President at Harney, although the Trustee did not bill any time to the matter under this Application or as financial advisor to the Trustee. Irrespective of Harney’s relationship to the Trustee, its services were reasonable, cost-effective, and efficient.
- l. Awards in Similar Cases. The compensation sought by Harney in this Case is the commensurate rates sought by professionals in other cases in this district.

V. CONCLUSION

For the foregoing reasons, HMP Advisory Holdings, LLC d/b/a Harney Partners requests

that the Court:

- (i) grant approval of all fees in the amount of \$75,390.00 for the entire case;
- (ii) authorize and direct the Trustee to pay Harney the outstanding balance due of \$3,255.00; and
- (iii) order such other relief as the Court deems just and proper.

Dated: March 4, 2021

/s/ Scott D. Lawrence

Jason M. Rudd, Tex. Bar No. 24028786
Scott D. Lawrence, Tex. Bar No. 24087896
Daniella G. Heringer, Tex. Bar No. 24103460
WICK PHILLIPS GOULD & MARTIN, LLP
3131 McKinney Avenue, Suite 500
Dallas, Texas 75204
Telephone: (214) 692-6200
Facsimile: (214) 692-6255
jason.rudd@wickphillips.com
scott.lawrence@wickphillips.com
daniella.heringer@wickphillips.com

**COUNSEL FOR GREGORY S. MILLIGAN,
CH. 11 TRUSTEE FOR 3443 ZEN GARDEN, L.P.**

CERTIFICATE OF SERVICE

I certify that on March 4, 2021, a true and correct copy of the forgoing was served on the parties listed on the attached service list, either via ECF or United States First Class mail as indicated therein. **Exhibits C & D** to this Application have not been included with copies served via U.S. mail. Pursuant to L. Rule 2016(b)(2), any party in interest may obtain a copy of **Exhibits C & D** to this Application at no charge by requesting a copy from Scott Lawrence at scott.lawrence@wickphillips.com. **Exhibits C & D** are also available on PACER at ecf.txwb.uscourts.gov for a fee. Furthermore, I directed a third-party service provider to serve the foregoing document(s) via U.S. Mail, first class, postage prepaid, on the parties not otherwise receiving ECF notices, as indicated on the service list attached hereto. Such service will be attested via a supplemental affidavit of service.

/s/ Scott D. Lawrence

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:

3443 ZEN GARDEN, L.P.

DEBTOR.

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CASE NO. 1:20-10410-HCM

Chapter 11

**ORDER GRANTING
SECOND AND FINAL APPLICATION OF HMP ADVISORY HOLDINGS, LLC D/B/A
HARNEY PARTNERS, FINANCIAL ADVISOR TO TRUSTEE, FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FROM APRIL 22, 2020 THROUGH FEBRUARY 1, 2021**

The Court has considered HMP Advisory Holdings, LLC d/b/a Harney Partners’ (“**Harney**”) Second and Final Application for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred from April 22, 2020 through February 1, 2021 (the “**Application**”)¹ The Court finds that (i) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Application is in the best interests of the Estate

¹ Capitalized terms unless otherwise defined herein shall have the same meaning as ascribed to them in the Application.

and its creditors; (iv) proper and adequate notice of the Application and the hearing thereon has been given and that no other or further notice is necessary; (v) the services of Harney as financial advisor for the Trustee were not duplicative of other professional services rendered to the Trustee and the services provided to the Estate resulted in significant benefit and value to the Estate; and (vi) upon the record, after due deliberation, good and sufficient cause exists for the granting of the relief as set forth herein.

IT IS, THEREFORE, ORDERED that the Application is hereby granted.

IT IS FURTHER ORDERED that Harney is hereby awarded and allowed, on a final basis, fees for reasonable and necessary services to the Estate in the amount of \$75,390.00 for the period April 22, 2020 through February 2, 2021.

IT IS FURTHER ORDERED that the Trustee is authorized to pay Harney the balance owed of \$3,255.00, which is the remaining outstanding amount not previously paid to Harney as authorized by this Court's prior orders.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction over any dispute arising from or relating to the implementation of this Order.

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PREPARED AND SUBMITTED BY:

Jason M. Rudd, Tex. Bar No. 24028786
Scott D. Lawrence, Tex. Bar No. 24087896
WICK PHILLIPS GOULD & MARTIN, LLP
3131 McKinney Avenue, Suite 500
Dallas, Texas 75204
Telephone: (214) 692-6200
Facsimile: (214) 692-6255
jason.rudd@wickphillips.com
scott.lawrence@wickphillips.com
COUNSEL FOR GREGORY S. MILLIGAN,
CH. 11 TRUSTEE FOR 3443 ZEN GARDEN, L.P.

EXHIBIT B



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: June 08, 2020.

A handwritten signature in black ink, appearing to read "H. Mott".

**H. CHRISTOPHER MOTT
UNITED STATES BANKRUPTCY JUDGE**

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:

3443 ZEN GARDEN, L.P.

DEBTOR.

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CASE NO. 1:20-10410-HCM

Chapter 11

ORDER GRANTING

APPLICATION OF CHAPTER 11 TRUSTEE UNDER 11 U.S.C. §§ 105(a) AND 363(b) FOR ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF HMP ADVISORY HOLDINGS, LLC D/B/A HARNEY PARTNERS AS FINANCIAL ADVISORS TO THE CHAPTER 11 TRUSTEE EFFECTIVE AS OF APRIL 22, 2020

CAME ON FOR CONSIDERATION the *Application of Chapter 11 Trustee Under 11 U.S.C. §§ 105(a) and 363(b) for an Order Authorizing the Retention of HMP Advisory Holdings, LLC d/b/a Harney Partners as Financial Consultants to the Trustee Effective April 22, 2020* (the "Application")¹ filed by Gregory Milligan, Chapter 11 Trustee ("Trustee") of the bankruptcy estate of 3443 Zen Garden, (the "Debtor"), and the Court having found that it has jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the

¹ Capitalized terms not otherwise defined herein are used as defined in the Application.

Court having found that consideration of the Application and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that venue of this proceeding in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Application as set forth therein is sufficient under the circumstances; and the Court having reviewed the Application and the Patterson Declaration and having considered statements in support of the Application at the hearing held before this Court (the "Hearing"), if any; and the Court finding that all objections, if any, to the Application have been withdrawn, resolved or overruled; and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The terms of the Engagement Letter, including without limitation, the compensation provisions, all as modified by this Order, are reasonable terms and conditions of employment and are hereby approved, subject to the following terms, which apply notwithstanding anything in the Engagement Letter or the Application to the contrary:
 - a. Harney shall file with the Court, and provide notice to the United States Trustee ("U.S. Trustee") and any committee appointed in the future, reports of compensation earned and expenses incurred on a quarterly basis. Such reports shall contain summary charts which describe the services provided, identify the compensation earned, and itemize the expenses incurred;
 - b. The Trustee is permitted to indemnify and hold harmless Harney, its affiliates and their respective shareholders, members, managers, employees, agents, representatives, and subcontractors ("Indemnified Person") according to the terms of the Engagement Letter. Notwithstanding the terms of the Engagement Letter, in no event shall an Indemnified Person be indemnified or receive contribution or other payment under the Engagement Letter if the Trustee, the Estate, or any

statutory committee of unsecured creditors appointed in the Case asserts a claim against an Indemnified Person and the Court determines by final order that such claim arose out of the gross negligence or willful misconduct on the part of that or any other Indemnified Person;

- c. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in the Case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing the Case, any Indemnified Party believes that it is entitled to the payment of any amounts by the Estate on account of the Trustee's indemnification, contribution, and/or reimbursement obligations under the Engagement Letter (as modified by this Order), including without limitation the advancement of defense costs, such Indemnified Party must file an application therefor in this Court, and the Trustee may not pay any such amounts to the Indemnified Party before the entry of an order by this Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by the Indemnified Party for indemnification, contribution, or reimbursement and not as a provision limiting the duration of the Trustee's obligation to indemnify or make contributions or reimbursements to the Indemnified Party. All parties in interest shall maintain the right to object to any application by an Indemnified Party for indemnification, contribution and/or reimbursement;
 - d. In the event that any Indemnified Party seeks reimbursement from the Trustee for attorneys' fees and related expenses pursuant to the Application and Engagement Letter (as modified by this Order), the invoices and supporting time records (which may be redacted to maintain confidentiality or privilege) for the attorneys' fees and related expenses shall be annexed to the Indemnified Party's own application, both interim and final, and these invoices and time records shall be subject to the approval of the Bankruptcy Court, and the Debtors may not pay any such amounts absent entry of an order of the Court approving such payments;
 - e. For a period of three years after the conclusion of the engagement, neither Harney nor any of its affiliates shall make any investments in the Debtor or the Reorganized Debtor;
 - f. Harney shall disclose any and all facts that may have a bearing on whether Harney, its affiliates, and/or any individuals working on the engagement have any interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason. The obligation to disclose identified in this subparagraph is a continuing obligation.
3. The Trustee is authorized, but not directed, to pay, in the ordinary course of business, all amounts invoiced by Harney for fees and expenses incurred in connection with its retention.

4. The Trustee's retention of Harney on the terms and conditions set forth in the Application and the Engagement Letter, as modified by this Order, is hereby approved effective as of April 22, 2020.

5. To the extent there is inconsistency between the terms of the Engagement Letter, the Application, and this Order, the terms of this Order shall govern.

6. Notwithstanding anything to the contrary herein, nothing in this Order authorizes the use of cash collateral or postpetition financing. Any payments authorized to be made pursuant to this Order shall be made only to the extent authorized under any cash collateral and/or postpetition financing order (as amended or extended, as the case may be) and the corresponding budget approved by the Court in effect as of the time such payment is to be made.

7. The Trustee is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

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PREPARED AND SUBMITTED BY:

Jason M. Rudd
State Bar No. 24028786
Scott D. Lawrence
State Bar No. 24087896
WICK PHILLIPS GOULD & MARTIN, LLP
3131 McKinney Avenue, Suite 100
Dallas, Texas 75204
Telephone: (214) 692-6200
Facsimile: (214) 692-6255

**PROPOSED COUNSEL FOR GREGORY MILLIGAN,
CH. 11 TRUSTEE FOR 3443 ZEN GARDEN, L.P.**

EXHIBIT C

HMP Advisory Holdings, LLC d/b/a Harney Partners
EXHIBIT C
Time Detail

Activity category	Date	Professional	Hours	Fees	Description
Case Administration	5/17/2020	Erik White	0.8	\$280.00	Review proposed flow of funds description; develop graphics to illustrate
Case Administration	5/18/2020	Erik White	0.4	\$140.00	Update exhibits for flow of funds
Case Administration	5/21/2020	Erik White	1.0	\$350.00	attend telephonic interim DIP hearing
Case Administration	6/14/2020	Erik White	0.4	\$140.00	review draft of G Milligan declaration, provide comments
Case Administration	6/15/2020	Erik White	1.6	\$560.00	Review filed objects to motion for post-petition financing, draft and circulate internally schedule of objections
Case Administration	6/18/2020	Erik White	2.8	\$980.00	attend court hearing on final budget and retention applications (2.8)
Case Administration	6/24/2020	Erik White	0.3	\$105.00	Review critical vendor amounts requested vs budget
Case Administration	9/17/2020	Erik White	1.1	\$385.00	attend court hearing on stipulations
Case Administration	9/29/2020	Erik White	1.2	\$420.00	call with trustee to prepare for auction (0.4); attend auction (0.3); post-auction debrief with trustee team (0.5)
Case Administration	10/1/2020	Erik White	1.3	\$455.00	calls with trustee team (0.6; 0.7)
Case Administration	10/7/2020	Erik White	0.7	\$245.00	calls with trustee team re: hearing and next steps (0.4); attend hearing (0.3)
Case Administration	10/8/2020	Erik White	0.5	\$175.00	call with Panache re: transition of invoices / accounting
Case Administration Total			12.1	\$4,235.00	
Employment / Fee Application	6/22/2020	Erik White	0.5	\$175.00	Draft first interim fee statement
Employment / Fee Application	7/6/2020	Erik White	0.3	\$105.00	Develop 2nd monthly fee statement
Employment / Fee Application	8/3/2020	Erik White	0.3	\$105.00	Draft monthly fee statement for July
Employment / Fee Application	8/21/2020	Erik White	1.0	\$350.00	draft first interim fee application
Employment / Fee Application	10/28/2020	Erik White	0.6	\$210.00	update draft of first interim fee application
Employment / Fee Application	11/2/2020	Erik White	0.3	\$105.00	draft monthly fee statement
Employment / Fee Application	11/6/2020	Erik White	0.6	\$210.00	review and comment on fee application drafts for Harney, Sprouse, Wick Phillips
Employment / Fee Application Total			3.6	\$1,260.00	
Financial Analysis	4/29/2020	Erik White	5.3	\$1,855.00	call with G. Milligan, Wick Phillips (Rudd/Lawrence), K. Mercer, Panache (0.7); call with G. Milligan (0.5); review prior preservation payment requests (1.0); Call with Adam, Amanda and Greg re: budget (0.9); follow-up with G. Milligan re same (0.1); review and update budget, distribute to G. Milligan and Wick Phillips for review (2.1)
Financial Analysis	4/30/2020	Erik White	3.8	\$1,330.00	participate in call with Ch 11 trustee team (0.5); update budget (1.8); communications with A. Woodham re: model (0.4); call with Trustee team to review model (1.1)
Financial Analysis	5/2/2020	Erik White	0.3	\$105.00	Review foundation repair estimate and timeline, update budget accordingly and distribute to trustee team
Financial Analysis	5/20/2020	Erik White	0.4	\$140.00	update and finalize budget
Financial Analysis	5/22/2020	Erik White	1.1	\$385.00	Draft second interim & final budgets

Activity category	Date	Professional	Hours	Fees	Description
Financial Analysis	5/26/2020	Erik White	1.1	\$385.00	Call with Panache re: 2nd interim and final budgets (0.5); Communications with Amanda re: budget, review IPSA figures in budget (1.1)
Financial Analysis	5/27/2020	Erik White	4.2	\$1,470.00	Communications with Amanda re: invoice payments (0.8); review payments submitted by Panache for reimbursement pursuant to the 1st Interim Budget (2.9); Review draft of 2nd Interim Budget (0.5)
Financial Analysis	5/28/2020	Erik White	3.6	\$1,260.00	Update review of reimbursement request with new documentation (0.5); finalize wire amount (0.9); Draft first budget reconciliation report (2.2)
Financial Analysis	5/29/2020	Erik White	1.3	\$455.00	call with Panache re budget (0.5); calls with G. Milligan re: budget (0.5); update and finalize budget (0.3)
Financial Analysis	6/1/2020	Erik White	1.9	\$665.00	Develop claims reconciliation analysis (1.1); review critical vendor motion (0.4) and call with S. Lawrence (0.4)
Financial Analysis	6/2/2020	Erik White	0.3	\$105.00	Draft template for final budget (0.3)
Financial Analysis	6/4/2020	Erik White	1.6	\$560.00	call with G. Milligan re: budget (0.4); call with Panache and G. Milligan re: budget (0.7); review and update budget (0.5)
Financial Analysis	6/4/2020	Erik White	1.3	\$455.00	Review prospective CV list (0.6); call with G. Milligan, S. Lawrence, and Panache re: CV (0.4); Review draft of final budget (0.3)

Activity category	Date	Professional	Hours	Fees	Description
Financial Analysis	6/8/2020	Erik White	0.9	\$315.00	review employee info, call with Amanda re: info (0.2); review amended budget response (0.3); Call with G. Milligan and J. Rudd to update budget (0.4)
Financial Analysis	6/9/2020	Erik White	1.9	\$665.00	Update tracking of invoices; review 2nd request for reimbursement from Panache
Financial Analysis	6/10/2020	Erik White	5.6	\$1,960.00	Review 2nd request for reimbursement from Panache, provide recommendation to Trustee to approve (2.8); Review historical draw request info (2.3) and discussions with G. Milligan (0.2) and A. Woodard (0.3) re: same
Financial Analysis	6/21/2020	Erik White	0.5	\$175.00	Update budget reconciliation
Financial Analysis	7/1/2020	Erik White	1.3	\$455.00	review draw request; transfer funds to prof escrow
Financial Analysis	7/14/2020	Erik White	1.1	\$385.00	review reimbursement request
Financial Analysis	7/15/2020	Erik White	0.3	\$105.00	Update cash budget
Financial Analysis	7/16/2020	Erik White	0.3	\$105.00	review updated budget
Financial Analysis	7/17/2020	Erik White	0.9	\$315.00	update budget (0.2); calls with Adam and Amanda re: budget (0.5); email to trustee team to update (0.2)
Financial Analysis	7/20/2020	Erik White	2.9	\$1,015.00	draft reconciliation report to secured lender; review schedule D vs supporting info
Financial Analysis	7/24/2020	Erik White	0.5	\$175.00	call with Rompsen re: budget
Financial Analysis	7/27/2020	Erik White	1.5	\$525.00	update claims analysis (0.4); review reimbursement request (1.1)
Financial Analysis	8/8/2020	Erik White	1.4	\$490.00	Review draw request and supporting documentation
Financial Analysis	8/10/2020	Erik White	0.8	\$280.00	prepare for (0.5) and call with J. Rudd re: budget (0.3)
Financial Analysis	8/14/2020	Erik White	1.3	\$455.00	review critical vendor payment requests
Financial Analysis	8/18/2020	Erik White	0.6	\$210.00	Review draw request and supporting documentation
Financial Analysis	8/24/2020	Erik White	1.8	\$630.00	draft budget reconciliation report for July 24 - Aug 21
Financial Analysis	8/25/2020	Erik White	0.7	\$245.00	review submitted request for reimbursement
Financial Analysis	9/3/2020	Erik White	1.1	\$385.00	review reimbursement request, provide comments/questions
Financial Analysis	9/14/2020	Erik White	0.5	\$175.00	begin to update budget reconciliation report
Financial Analysis	9/15/2020	Erik White	1.0	\$350.00	review reimbursement request and supporting documentation
Financial Analysis	9/16/2020	Erik White	0.8	\$280.00	review proposed budget; communications re: proposed budget
Financial Analysis	9/22/2020	Erik White	2.1	\$735.00	review emails and attachment re: security deposits
Financial Analysis	9/25/2020	Erik White	1.6	\$560.00	review reimbursement request & budget availability
Financial Analysis	10/3/2020	Erik White	0.9	\$315.00	review reimbursement request and supporting documentation
Financial Analysis	10/6/2020	Erik White	0.8	\$280.00	review reimbursement request
Financial Analysis	10/13/2020	Erik White	1.2	\$420.00	review reimbursement request
Financial Analysis	10/19/2020	Erik White	0.9	\$315.00	analysis of cash flows; draft reconciliation report per post-petition financing order
Financial Analysis	10/22/2020	Erik White	1.1	\$385.00	review reimbursement request
Financial Analysis	10/29/2020	Erik White	0.3	\$105.00	review draw request
Financial Analysis	12/14/2020	Erik White	0.2	\$70.00	Review final request for reimbursement from Panache
Financial Analysis Total			63.0	\$22,050.00	
Meetings & Conference Calls	5/1/2020	Erik White	0.2	\$70.00	status call update with Trustee team (0.2)

Activity category	Date	Professional	Hours	Fees	Description
Meetings & Conference Calls	5/4/2020	Erik White	1.2	\$420.00	Participate in team call with G. Milligan, J. Rudd, and S. Lawrence (0.3); prepare for (0.1) and attend call with D. Williamson (Dykema) re: budget (.8)
Meetings & Conference Calls	5/5/2020	Erik White	0.2	\$70.00	Participate in team call with G. Milligan, J. Rudd, and S. Lawrence (0.2)
Meetings & Conference Calls	5/6/2020	Erik White	0.2	\$70.00	Participate in team call with G. Milligan, J. Rudd, and S. Lawrence (0.2)
Meetings & Conference Calls	5/7/2020	Erik White	0.4	\$140.00	Participate in team call with G. Milligan, J. Rudd, and S. Lawrence (0.4)
Meetings & Conference Calls	5/8/2020	Erik White	0.7	\$245.00	Review Romspen proposed budget (0.3); Call with Trustee team re: comments to budget (0.4)
Meetings & Conference Calls	5/11/2020	Erik White	0.4	\$140.00	Participate in trustee team call (0.4)
Meetings & Conference Calls	5/12/2020	Erik White	0.4	\$140.00	Participate in trustee team call (0.4)
Meetings & Conference Calls	5/13/2020	Erik White	0.5	\$175.00	Participate in trustee team call (0.5)
Meetings & Conference Calls	5/14/2020	Erik White	0.1	\$35.00	Participate in trustee team call (0.1)
Meetings & Conference Calls	5/15/2020	Erik White	0.3	\$105.00	Participate in trustee team call (0.3)
Meetings & Conference Calls	5/16/2020	Erik White	1.0	\$350.00	Call with Trustee team to review interim DIP order draft
Meetings & Conference Calls	5/18/2020	Erik White	0.2	\$70.00	call with trustee team (0.2)
Meetings & Conference Calls	5/19/2020	Erik White	0.5	\$175.00	call with trustee team to discuss broker engagement and other open items
Meetings & Conference Calls	5/20/2020	Erik White	0.2	\$70.00	call with trustee team (0.2)
Meetings & Conference Calls	5/22/2020	Erik White	0.5	\$175.00	Update call with trustee team (0.5)

Activity category	Date	Professional	Hours	Fees	Description
Meetings & Conference Calls	5/26/2020	Erik White	0.3	\$105.00	call with trustee team (0.3)
Meetings & Conference Calls	5/27/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	5/28/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	5/29/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	6/1/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	6/2/2020	Erik White	1.8	\$630.00	call with trustee team (0.5); call with CPA and trustee (0.3); call with Panache, G. Milligan, S. Lawrence re: CV motion and final budget (1.0)
Meetings & Conference Calls	6/3/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	6/4/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	6/5/2020	Erik White	0.2	\$70.00	call with trustee team (0.2)
Meetings & Conference Calls	6/8/2020	Erik White	1.4	\$490.00	call with trustee team (0.2); Attend creditor meeting (1.2);
Meetings & Conference Calls	6/9/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	6/10/2020	Erik White	1.3	\$455.00	call with trustee team (0.6); call to discuss CV motion (0.7)
Meetings & Conference Calls	6/11/2020	Erik White	0.7	\$245.00	call with trustee team (0.7)
Meetings & Conference Calls	6/12/2020	Erik White	1.5	\$525.00	call with trustee team (0.6); attend call with Romspen and Trustee (0.9)
Meetings & Conference Calls	6/15/2020	Erik White	0.4	\$140.00	call with trustee team (0.2); review revised Milligan declaration (0.2)
Meetings & Conference Calls	6/16/2020	Erik White	0.8	\$280.00	call with trustee team (0.8)
Meetings & Conference Calls	6/17/2020	Erik White	2.1	\$735.00	call with trustee team (0.8); call with trustee team to prepare for hearing (1.3)
Meetings & Conference Calls	6/18/2020	Erik White	0.7	\$245.00	call with trustee team (0.5); call after hearing with trustee team (0.2)
Meetings & Conference Calls	6/19/2020	Erik White	0.7	\$245.00	call with trustee team (0.7)
Meetings & Conference Calls	6/22/2020	Erik White	0.4	\$140.00	Call with Trustee team (.4)
Meetings & Conference Calls	6/23/2020	Erik White	0.9	\$315.00	Call with Trustee team (.9)
Meetings & Conference Calls	6/24/2020	Erik White	0.4	\$140.00	Call with Trustee team (.4)
Meetings & Conference Calls	6/25/2020	Erik White	0.4	\$140.00	Call with Trustee team (.4)
Meetings & Conference Calls	6/26/2020	Erik White	0.3	\$105.00	Call with Trustee team (.3)
Meetings & Conference Calls	6/29/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	7/1/2020	Erik White	1.0	\$350.00	Call with Trustee team (1.0)
Meetings & Conference Calls	7/2/2020	Erik White	0.6	\$210.00	Call with Trustee team (.6)
Meetings & Conference Calls	7/6/2020	Erik White	0.3	\$105.00	Call with Trustee team (.3)
Meetings & Conference Calls	7/7/2020	Erik White	0.9	\$315.00	Call with Trustee team (.9)
Meetings & Conference Calls	7/8/2020	Erik White	0.5	\$175.00	Call with Trustee team (.5)
Meetings & Conference Calls	7/9/2020	Erik White	0.4	\$140.00	Call with Trustee team (.4)
Meetings & Conference Calls	7/14/2020	Erik White	0.6	\$210.00	call with trustee team (0.6)
Meetings & Conference Calls	7/15/2020	Erik White	0.3	\$105.00	call with trustee team (0.3)
Meetings & Conference Calls	7/16/2020	Erik White	0.3	\$105.00	call with trustee team (0.3)
Meetings & Conference Calls	7/20/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	7/23/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	7/27/2020	Erik White	0.2	\$70.00	call with trustee team (0.2)

Activity category	Date	Professional	Hours	Fees	Description
Meetings & Conference Calls	7/28/2020	Erik White	0.6	\$210.00	call with M. Schiffgrens, S. Lawrence, G. Milligan re: draws (0.4); follow-up call with G. Milligan (0.2)
Meetings & Conference Calls	7/29/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	8/3/2020	Erik White	0.5	\$175.00	call with trustee team
Meetings & Conference Calls	8/25/2020	Erik White	0.8	\$280.00	review Panache contract re: cure cost estimate and related documentation
Meetings & Conference Calls	9/1/2020	Erik White	1.4	\$490.00	call with trustee team (1.4)
Meetings & Conference Calls	9/2/2020	Erik White	0.9	\$315.00	call with trustee team (0.9)
Meetings & Conference Calls	9/3/2020	Erik White	1.0	\$350.00	Call with Trustee team (1.0)
Meetings & Conference Calls	9/8/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	9/9/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	9/10/2020	Erik White	0.5	\$175.00	call with trustee team (0.5)
Meetings & Conference Calls	9/17/2020	Erik White	0.5	\$175.00	call with trustee team
Meetings & Conference Calls	9/18/2020	Erik White	0.7	\$245.00	calls (0.2 & 0.5) with trustee team
Meetings & Conference Calls	9/22/2020	Erik White	1.0	\$350.00	call with trustee team (0.8); call with G Milligan (0.2)
Meetings & Conference Calls	9/23/2020	Erik White	0.4	\$140.00	call with trustee team (0.4)
Meetings & Conference Calls	9/24/2020	Erik White	1.0	\$350.00	calls with trustee team (0.5 & 0.5)
Meetings & Conference Calls Total			41.5	\$14,525.00	

Activity category	Date	Professional	Hours	Fees	Description
Plan & Disclosure Statement	6/25/2020	Erik White	0.4	\$140.00	Draft liquidation analysis; review claims register
Plan & Disclosure Statement	7/30/2020	Erik White	8.0	\$2,800.00	call with trustee in advance of mediation (0.7); mediation (8); review production by Romspen (1.3)
Plan & Disclosure Statement	7/31/2020	Erik White	1.8	\$630.00	update claims analysis and create summary schedule (1.3); call with trustee team (0.5)
Plan & Disclosure Statement	8/13/2020	Erik White	1.1	\$385.00	update claims analysis
Plan & Disclosure Statement	8/28/2020	Erik White	1.4	\$490.00	review Panache contract re: cure cost estimate and related documentation
Plan & Disclosure Statement	9/1/2020	Erik White	1.3	\$455.00	update claims analysis (0.3); call with Panache re: cure costs calculation (1.0)
Plan & Disclosure Statement	9/4/2020	Erik White	6.3	\$2,205.00	Cure cost analysis and review supporting materials
Plan & Disclosure Statement	9/8/2020	Erik White	7.0	\$2,450.00	continue to review Panache cure calculation - amounts paid (2.4), accounts payable (3.5); call with A. Woodward re: cure supporting documentation (0.3); call with trustee team to discuss cure amount to file (0.5); review and comment on cure notice (0.3)
Plan & Disclosure Statement	9/9/2020	Erik White	4.8	\$1,680.00	continue to work through the supporting documentation for Panache's cure cost calculation
Plan & Disclosure Statement	9/10/2020	Erik White	5.1	\$1,785.00	continue to review documentation supporting Panache's cure claim
Plan & Disclosure Statement	9/11/2020	Erik White	2.5	\$875.00	continue review of PDC cure cost; communications with trustee team re: preliminary findings and next steps
Plan & Disclosure Statement	9/14/2020	Erik White	1.5	\$525.00	continue to work on cure cost analysis
Plan & Disclosure Statement	9/15/2020	Erik White	1.3	\$455.00	develop and provide list of outstanding items to A. Woodward to complete review of cure cost
Plan & Disclosure Statement	9/17/2020	Erik White	3.4	\$1,190.00	review romspen claim amount (0.4); review Summer Legacy amounts owed in Panache cure amount (1.3); communications with A. Woodward re: cure amounts (0.5); update claims schedule for stipulations (1.2)
Plan & Disclosure Statement	10/1/2020	Erik White	1.2	\$420.00	review data room contents, provide summary for exhibit list
Plan & Disclosure Statement	10/5/2020	Erik White	0.6	\$210.00	participate in call with Trustee team to prepare for sale hearing
Plan & Disclosure Statement	10/6/2020	Erik White	0.5	\$175.00	call with trustee team re: plan & sale hearing
Plan & Disclosure Statement	10/11/2020	Erik White	1.8	\$630.00	call with trustee team re: disclosure statement (0.9); update schedules for disclosure statement (0.9)
Plan & Disclosure Statement	10/12/2020	Erik White	0.9	\$315.00	call with trustee team re: plan and disclosure statement; update claims schedule
Plan & Disclosure Statement	10/21/2020	Erik White	0.8	\$280.00	call with counsel to prepare for disclosure hearing (0.4); analysis to help counsel prepare for hearing (0.4)
Plan & Disclosure Statement	10/23/2020	Erik White	0.8	\$280.00	call with trustee team re: disclosure statement
Plan & Disclosure Statement	11/16/2020	Erik White	1.0	\$350.00	call with trustee team re: plan and open items
Plan & Disclosure Statement	11/17/2020	Erik White	2.8	\$980.00	review unsecured claims and reconcile against debtors books and records, draft email to PDC for additional info; draft cash forecast to confirmation

Activity category	Date	Professional	Hours	Fees	Description
Plan & Disclosure Statement	11/18/2020	Erik White	0.2	\$70.00	update cash forecast to confirmation
Plan & Disclosure Statement	11/20/2020	Erik White	0.9	\$315.00	call with trustee team re: open items wrt plan
Plan & Disclosure Statement	11/23/2020	Erik White	1.5	\$525.00	call with trustee team re: disclosure statement
Plan & Disclosure Statement	11/25/2020	Erik White	1.7	\$595.00	call with trustee team to review disclosure statement updates (1.5); call with G. Milligan re: romspen claim reconciliation (0.2)
Plan & Disclosure Statement	12/1/2020	Erik White	1.9	\$665.00	analysis of Symmetry asserted claim
Plan & Disclosure Statement	12/4/2020	Erik White	0.5	\$175.00	call with trustee team re: open items to confirmation (partial attendance)
Plan & Disclosure Statement	12/8/2020	Erik White	0.6	\$210.00	call with trustee team re: discovery and open items for plan confirmation
Plan & Disclosure Statement	12/8/2020	Erik White	1.3	\$455.00	review and aggregate documents for production to White parties
Plan & Disclosure Statement	12/10/2020	Erik White	0.6	\$210.00	call with trustee team re: discovery and open items for plan confirmation
Plan & Disclosure Statement	12/15/2020	Erik White	0.3	\$105.00	call with Trustee team re: open items wrt plan confirmation
Plan & Disclosure Statement	12/17/2020	Erik White	0.5	\$175.00	call with trustee team re: claims

Activity category	Date	Professional	Hours	Fees	Description
Plan & Disclosure Statement	12/19/2020	Erik White	0.5	\$175.00	update claims reconciliation file for ballot tracker
Plan & Disclosure Statement	12/22/2020	Erik White	1.0	\$350.00	call with trustee team re: plan and open items (1.0)
Plan & Disclosure Statement	12/31/2020	Erik White	1.3	\$455.00	call with A. Zarafshani, K. Mercer, J. Rudd, and G. Milligan re: creditor payments (0.5); call with Trustee team re: plan confirmation (0.8)
Plan & Disclosure Statement	1/6/2021	Erik White	0.7	\$245.00	call with trustee team re: open items for confirmation; call with A Woodward re: creditor payments
Plan & Disclosure Statement	1/8/2021	Erik White	0.3	\$105.00	review info provided by Panache re: proof of payment to creditors
Plan & Disclosure Statement	1/11/2021	Erik White	0.4	\$140.00	Review proof of payment for critical vendors, provide info to counsel to prep stipulations to withdraw claim
Plan & Disclosure Statement	1/12/2021	Erik White	0.5	\$175.00	call with trustee team re open items
Plan & Disclosure Statement	1/14/2021	Erik White	0.5	\$175.00	call with trustee team re open items
Plan & Disclosure Statement	1/20/2021	Erik White	0.4	\$140.00	call with trustee team re: plan confirmation
Plan & Disclosure Statement	1/21/2021	Erik White	0.7	\$245.00	call with trustee team re: plan confirmation; update claims exhibit
Plan & Disclosure Statement	1/25/2021	Erik White	0.7	\$245.00	call with trustee team re: plan confirmation (0.5); review omnibus claims objection (0.2)
Plan & Disclosure Statement	1/26/2021	Erik White	1.3	\$455.00	prepare for (0.4), attend (0.5), and debrief on comfirmation hearing (0.4)
Plan & Disclosure Statement	2/1/2021	Erik White	0.5	\$175.00	prepare for (0.4), attend (0.5), and debrief on comfirmation hearing (0.4)
Plan & Disclosure Statement Total			75.1	\$26,285.00	
Reporting & Analysis	5/12/2020	Erik White	0.3	\$105.00	Start to prepare MOR for March 22 - April 30 (0.3)
Reporting & Analysis	5/18/2020	Erik White	1.5	\$525.00	Continue to work on MOR - review invoices and communications with A. Woodward re same
Reporting & Analysis	5/19/2020	Erik White	1.2	\$420.00	Finalize draft of MOR and distribute for review
Reporting & Analysis	6/17/2020	Erik White	2.7	\$945.00	review submitted invoices for reimbursement 3 from Panache (0.4); continue to draft May MOR (2.3)
Reporting & Analysis	6/18/2020	Erik White	2.3	\$805.00	review reimbursement request from Panache and provide feedback/request for additional documentation (0.8); draft second budget reconciliation report (1.2); discuss MOR with G. Milligan (0.3)
Reporting & Analysis	6/19/2020	Erik White	0.3	\$105.00	Review updates needed for SOFA/SOAL, update claims reconciliation analysis
Reporting & Analysis	6/20/2020	Erik White	0.2	\$70.00	update MOR and send to G. Milligan for review and signature
Reporting & Analysis	7/14/2020	Erik White	2.2	\$770.00	Draft MOR for June
Reporting & Analysis	8/10/2020	Erik White	1.7	\$595.00	draft MOR
Reporting & Analysis	9/11/2020	Erik White	1.1	\$385.00	draft MOR & supporting analysis
Reporting & Analysis	9/15/2020	Erik White	0.7	\$245.00	continue to draft MOR
Reporting & Analysis	10/7/2020	Erik White	1.2	\$420.00	draft MOR
Reporting & Analysis	10/13/2020	Erik White	0.5	\$175.00	finalize MOR draft
Reporting & Analysis	11/2/2020	Erik White	1.3	\$455.00	draft MOR

Activity category	Date	Professional	Hours	Fees	Description
Reporting & Analysis	11/9/2020	Erik White	0.5	\$175.00	continue draft MORs, draft approach for reflecting sale of real estate
Reporting & Analysis	11/10/2020	Erik White	0.1	\$35.00	draft email to CPA re: accounting treatment of sale of real estate
Reporting & Analysis	12/1/2020	Erik White	1.1	\$385.00	draft MOR - cash reconciliation
Reporting & Analysis	12/14/2020	Erik White	0.8	\$280.00	Finalize MOR and distribute to trustee for review
Reporting & Analysis	1/4/2021	Erik White	0.4	\$140.00	Develop draft of MOR for December 2020
Reporting & Analysis Total			20.1	\$7,035.00	
TOTAL			215.4	\$75,390.00	

EXHIBIT D

HMP Advisory Holdings, LLC d/b/a Harney Partners

EXHIBIT D

Time Summary by Professional

Professional	Title	Rate	Hours	Fees
Erik White	Managing Director	\$350.00	215.4	\$75,390.00

EXHIBIT E



Erik White, CIRA

Managing Director

Office: 512.592.7740

Cell: 734.494.2160

ewhite@harneypartners.com

Representative Roles

- Chief Restructuring Officer
- Debtor Financial Advisor
- Creditor Financial Advisor
- Expert Witness Support
- Financial Analyst

Education & Certifications

- MBA, University of Michigan
- BSE, Princeton University
- Certified Insolvency & Restructuring Advisor (CIRA)



Providing value through a broad range of corporate finance, restructuring and forensic consulting

With 13 years of experience in corporate finance, restructuring, forensic consulting and asset management, Erik is adept at providing financial and operational advisory services to companies in transition, ranging from Fortune 500 to lower middle-market companies. Erik is skilled at efficiently analyzing large complex data sets to develop actionable strategies to address difficult business challenges.

KEY ENGAGEMENTS

- **Chief Restructuring Officer:** Served as Chief Restructuring Officer for precision manufacturing company in Round Rock, Texas, addressing severe liquidity crisis, driving revenue growth of over 10%, and effectuating a sale of the business that paid creditors in full, satisfied tax liens, and generated returns for equity.
- **Debtor Financial Advisor (Middle Market):** Served as financial advisor to numerous companies, assisting clients to address financial challenges and restructure their balance sheets, both in and out of court.
- **Debtor Financial Advisor (Large Cap):** Led the bankruptcy preparation at RadioShack for its chapter 11 filing in 2015, assisted to close over 2,000 store, and negotiated and administered the transition services agreement with the buyer of the Debtors' assets through a 363 sale.
- **Financial Advisor to Unsecured Creditors Committee:** Advised the UCC in the Team Express Distributing, an e-commerce retailer of sporting goods, in its chapter 11 case, to recover in excess of 25% to unsecured creditors from the sale of the entity and pursuit of litigation.
- **Financial Analysis & Planning Support:** Advised several clients in various aspects of FP&A, including processes and procedures as part of a carve-out of a Fortune 100 company, budgeting and forecasting, and sales commission plan structuring and calculations.

U.S. Bankruptcy Court
903 San Jacinto, Suite 322
Austin, TX 78701-2450

3443 Zen Garden, LP
3443 Ed Bluestein Blvd.
Austin, TX 78721-2912

United States Trustee (SMG111)
903 San Jacinto Blvd, Suite 230
Austin, TX 78701-2450

3443 Zen Garden GP, LLC
c/o Rob Roy Parnell, Receiver
241 McKellar Road
Dripping Springs, TX 78620

ABC Supply Co Inc.
P.O. Box 840899
Dallas, TX 75284-8099

Adam Zarafshani
3443 Ed Bluestein Blvd., Building V
Austin, TX 78721-2912

ABC Supply Co., Inc.
c/o Andrew Myers, PC
Attn: Lisa M. Norman
1885 Saint James Place, 15th Floor
Houston, TX 77056-4176
SERVED VIA ECF

ACM Services, LLC
c/o Kell C. Mercer, PC
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

ACM Services, LLC
c/o Nick Morris
3280 FM 112
Taylor, TX 76574-4520
SERVED VIA ECF

Aero Photo
4000 16th Street North
St. Petersburg, FL 33703

Ahern Rentals
P.O. Box 271390
Las Vegas, NV 89127-1390

Allied Sales Company
P.O. Box 6116
Austin, TX 78762-6116

Austin Commercial & Residential Plumbing
2407 S. Congress Ave, Ste132
Austin, TX 78704-5505

Austin Glass & Mirror
6308 Decker Lane
Austin, TX 78724-5102
SERVED VIA ECF

Austin Glass & Mirror, Inc.
c/o Kell C. Mercer, PC
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

BPI
P.O. Box 405300
Atlanta, GA 30384-5300

Blue Fish Collaborative, Inc.
P.O. Box 40792
Austin, TX 78704-0014

Capital Industries, LLC
c/o Kell C. Mercer, PC
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

Capital Pumping, LP
3200 Steck Ave, Suite 220
Austin, TX 78757-8032
SERVED VIA ECF

Capital Pumping, LP
c/o Stephanie O'Rourke
Cokinos Young
10999 IH 10 West, Suite 800
San Antonio, Texas 78230-1349
SERVED VIA ECF

Christopher G Burwell
230 Pereida Street
San Antonio, TX 78210-1145
SERVED VIA ECF

Capital Industries, LLC
2105 Donley Dr., Ste. 200
Austin, TX 78758-4510

CT Laborers Electric, LLC
188 Alaska Road
Uhland, TX 78640-6644

City of Austin
c/o Anne Morgan
301 W. 2nd Street
Austin, TX 78701-4652

DM's Construction Equipment Repair
518 Yucca Drive
Round Rock, TX 78681-7411

Eightfold Development, LLC
3443 Ed Bluestein Blvd., Building V
Austin, TX 78721-2912

Equipment Share
5710 Bull Run Dr
Columbia, MO 65201-2860

Dan White
c/o Jeffrey M Tillotson
Tillotson Law
1807 Ross Avenue, Suite 325
Dallas, TX 75201-8040
SERVED VIA ECF

Dan White, Individually
Dan White Family Trust
c/o Deborah D. Williamson, Dykema Gossett
112 E. Pecan St #1800
San Antonio, TX 78205-1521
SERVED VIA ECF

Equipmentsshare.com, Inc.
c/o Richard J. Wallace, III
Schief & Stone LLP
500 N. Akard, Suite 2700
Dallas, TX 75201-3306
SERVED VIA ECF

Ferguson Enterprises Inc.
2551 North Mays
Round Rock, TX 78665-2411
SERVED VIA ECF

Ferguson Waterworks, LLC
#1106 4427 Factory Hill Drive
San Antonio, TX 78219-2704

GSC Architects
3100 Alvin Devanne Bldg. A
Ste. 200-B
Austin, TX 78741-7406

Fritz, Byrne, Head & Gilstrap, PLLC
Attn: Lisa C. Fancher
221 West Sixth Street, Suite 960
Austin, TX 78701-3444
SERVED VIA ECF

H&H Crane Services, Inc. dba Texas Crane Svc
c/o Sam Drugan
Warren, Drugan & Barrows, P.C.
800 Broadway, Suite 200
San Antonio, TX 78215-1241
SERVED VIA ECF

Hinshaw & Culbertson LLP
151 North Franklin St., Ste. 2500
Chicago, IL 60606-1915

Hill Country Electric Supply, LP
c/o Kell C. Mercer, PC
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

Jeremie Schultz
6555 Hwy 140 W
Puryear, TN 38251-3943

Lone Star Materials
11111 Bluff Bend
Austin, TX 78753-3221
SERVED VIA ECF

MOHD Service Solutions LLC
3701 E. Plano Parkway Ste 400
Plano, TX 75074-1806

Ferguson Enterprises, LLC
c/o Anthony F. Ciccone
611 West 14th Street
Austin, TX 78701-1725
SERVED VIA ECF

Fritz, Byrne, Head & Gilstrap
221 West Sixth Street, Ste 960
Austin, TX 78701-3444

Great Lakes Lifting Solutions
4910 Wilshire Blvd.
Country Club Hills, IL 60478-3153

Glass.com of Illinois
910 Riverside Dr., Unit 4
Elmhurst, IL 60126-4979
SERVED VIA ECF

Hays County
c/o Tara LeDay
P.O. Box 1269
Round Rock, TX 78680-1269
SERVED VIA ECF

Hollandstone
P.O. Box 50058
Austin, TX 78763-0058

Koetter Fire Protection of Austin, LLC
16069 Central Commerce Drive
Pflugerville, TX 78660-2005
SERVED VIA ECF

Keytech North America
20 PGA Drive Suite 201
Stafford, VA 22554-8218

Lone Star Materials, Inc.
c/o Dennis A. McQueen
Pagel, Davis & Hill, P.C.
1415 Louisiana, 22nd Floor
Houston, TX 77002-7344
SERVED VIA ECF

Mark Schiffgens, CPA
100 E. Anderson Lane Ste 250
Austin, TX 78752-1233

Ferguson Enterprises, LLC
c/o Misti L. Beanland
8131 LBJ Freeway, Suite 700
Dallas, TX 75251
SERVED VIA ECF
Frontier Plastering
P.O. Box 1455
Elgin, TX 78621-1455

Hilti Inc.
P.O. Box 650756
Dallas, TX 75265-0756

H&H Crane Services, Inc. dba Texas Crane Svc
c/o Robert L. Barrows
Warren, Drugan & Barrows, P.C.
800 Broadway, Suite 200
San Antonio, TX 78215-1241
SERVED VIA ECF

Hill Country Electric Supply
P.O. Box 577
San Antonio, TX 78292-0577
SERVED VIA ECF

Hull Supply, Inc.
5117 East Cesar Chavez
Austin, TX 78702-5142

Koetter Fire Protection of Austin, LLC
c/o Kell C. Mercer, PC
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

MLA Geotechnical
2800 Longhorn Blvd Suite 104
Austin, TX 78758-7624

Lyle America, Inc.
d/b/a Glass.com of Illinois
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

McMinn Land Surveying Company
4008 Greenmountain Lane
Austin, TX 78759-7570

Mint Engineering, LLC
5130 Mansfield View Court
Austin, TX 78732-1854

Mobile Mini Storage Solutions
4646 East Van Buren Street Suite 400
Phoenix, AZ 85008-6927

NLB Corp.
29830 Beck Road
Wixom, MI 48393-2824

Nathan Olson
11308 Wet Season Dr.
Austin, TX 78754-5855

Texas Concrete
Oldcastle Materials, Inc
1320 Arrow Point Dr. Ste 600
Cedar Park, TX 78613-2189

Paradigm Glass
9603 Saunders Lane, #B-2
Austin, TX 78758-5230

Panache Development & Construction
P.O. Box 26539
Austin, TX 78755-0539
SERVED VIA ECF

Panache Development & Construction, Inc.
1100 Norwood Tower
114 W. 7th Street
Austin, TX 78701-3000
SERVED VIA ECF

Praxair Distribution, Inc.
Dept 0812 P.O. Box 120812
Dallas, TX 75312-0812

Professional StruCivil Engineering
12710 Research Blvd., Suite 390
Austin, TX 78759-4380
SERVED VIA ECF

Professional Flooring
P.O. Box 7558
Fort Worth, TX 76111-0558

Ram Tool & Supply Co, Inc
Attn: Legal
4500 5th Ave S, Bldg A
Birmingham, AL 35222

Regal Plastics Supply Company, Inc
9200 N. Royal Ln. Suite 120
Irving, TX 75063-2468

Reinhart & Associates, Inc.
P.O. Box 140105
Austin, TX 78714-0105

Rob Roy Parnell
c/o G. Stewart Whitehead
Winstead, PC
401 Congress Avenue Ste 2100
Austin, TX 78701-3798

Rob Roy Parnell, Receiver
251 McKellar Road
Dripping Springs, TX 78620-4884

Roca
11190 NW 25th Street
Miami, FL 33172

Ruiz Testing Services, Inc
10854 Gulfdale St.
San Antonio, TX 78216-3607

Rompsen Mortgage Limited Partnership
c/o Mark T. Michell
Foley & Lardner LLP
600 Congress Ave., Suite 3000
Austin, TX 78701-3056
SERVED VIA ECF

Rompsen Mortgage Limited Partnership
162 Cumberland Street, Suite 300
Toronto, Ontario M5R
SERVED VIA ECF

Rompsen Mortgage Limited Partnership
Foley & Lardner LLP
Attn: Tom Scannell
2021 McKinney Avenue, Suite 1600
Dallas, TX 75201-3340
SERVED VIA ECF

Schindler Elevator Corp.
2020 Centimeter Center
Austin, TX 78758-4956
SERVED VIA ECF

Schindler Elevator Corporation
c/o Barbara Emerson
Bellinger & Suberg, LLP
12221 Merit Drive, Suite 1750
Dallas, TX 75251-2281
SERVED VIA ECF

Summer Legacy, LLC
c/o Kell C. Mercer, PC
1602 E. Cesar Chavez Street
Austin, TX 78702-4456
SERVED VIA ECF

Sigmax Corporation
321 N. Oakhurst Dr.#602
Beverly Hills, CA 90210-4175

Structures
6926 N. Lamar Blvd
Austin, TX 78752-3508

Summer Legacy, LLC
P.O. Box 144151
Austin, TX 78714-4151
SERVED VIA ECF

Sweep Across Texas
1512 Dungan Lane
Austin, TX 78754-4022

The Bug Master
1912 Smith Rd.
Austin, TX 78721-3547

Trane
P.O. Box 845053
Dallas, TX 75284-5053

Texas Air Industries
401 Congress Ave., Suite 111540
Austin, TX 78701-4071
SERVED VIA ECF

Texas Air, LLC
c/o Christopher Stanley
Sneed, Vine & Perry
108 E. 8th Street
Georgetown, TX 78626-5802
SERVED VIA ECF

Texas Crane Service
203 S. W.W. White Rd.
San Antonio, TX 78219-4221
SERVED VIA ECF

Travis County
c/o Jason A. Starks
P.O. Box 1748
Austin, TX 78767-1748
SERVED VIA ECF

Travis County, Texas
P.O. Box 1748
Austin, TX 78767-1748
SERVED VIA ECF

Wembley Metal Buildings
11914 Radium Street
San Antonio, TX 78216-2713
SERVED VIA ECF

Wembley Metal Buildings, LLC
c/o Christopher Burwell
230 Pereida Street
San Antonio, TX 78210-1145
SERVED VIA ECF

B. Russell Horton
George Brothers Kincaid & Horton LLP
114 West 7th St. Ste. 1100
Austin, TX 78701-3015
SERVED VIA ECF

G. Stewart Whitehead
Winstead, PC
401 Congress Avenue, Suite 2100
Austin, TX 78701-3798
SERVED VIA ECF

Gregory S. Milligan
Chapter 7/11 Trustee
Harney Management Partners, LLC
P.O. Box 90099
Austin, TX 78709-0099
SERVED VIA ECF

United States Trustee – AU12
903 San Jacinto Blvd, Suite 230
Austin, TX 78701-2450

Dealers Electrical Supply Company
P.O. Box 14624
Austin, TX 78761

Foran, O'Toole & Burke, LLC
321 North Clark Street, Suite 2450
Chicago, IL 60654

Niilo Studios, LLC
1726 Giles Street
Austin, TX 78722

Howard L. Adelman
Adelman & Gettleman, Ltd.
53 W. Jackson Blvd., Suite 1050
Chicago, IL 60604

Mount Hawley Insurance Company
9025 North Lindbergh Road
Peoria, IL 61615

Star Insurance Company
26255 American Drive
Southfield, MI 48034

Doucet & Associates
7401B Highway TX-71 West
Austin, TX 78735

Sprouse Shrader Smith PLLC
Attn: Terry Irion
805 Las Cimas Parkway
Las Cimas III, Suite 350
Austin, TX 78746